

EXHIBIT 11

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:) Chapter 11
NORTHWESTERN CORPORATION,) Case No. 03-12872 (JLP)
Reorganized Debtor.)

NORTHWESTERN CORPORATION,)
Plaintiff,)
v.) Adv. Proc. No. 04-55051 (JLP)
MAGTEN ASSET MANAGEMENT) Re: Docket No. 89
CORPORATION, and TALTON R.)
EMBRY,)
Defendants.)

**ORDER ALLOWING THE DEBTOR TO DISMISS ITS COMPLAINT
AGAINST MAGTEN ASSET MANAGEMENT CORPORATION AND
TALTON R. EMBRY, WITH PREJUDICE, PURSUANT TO RULE 7041(a)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND
RULE 41(a) OF THE FEDERAL RULES OF CIVIL PROCEDURE**

Plaintiff Northwestern Corporation has filed a motion for order allowing the Plaintiff to dismiss the above-captioned adversary proceeding pursuant to Rule 7041(a) of the Federal Rules of Bankruptcy Procedure and Rule 41(a) of the Federal Rules of Civil Procedure [Docket No. 89] (the "Motion"); and Defendant Magten Asset Management filed a limited objection consenting to the dismissal, but reserving any rights to seek attorney's fees and costs incurred in connection with this adversary proceeding [Docket No. 93]; and it appearing that the Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334 and that it is a core matter pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that the relief requested in the Motion is in the best

interests of the Debtor, its estate, its creditors and other parties-in-interest; and it appearing that due notice of the Motion has been provided and that no other further notice need be given; and sufficient cause appearing therefore; it is hereby

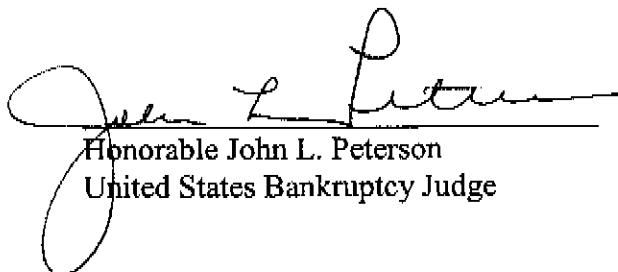
ORDERED, that the Motion is granted as modified by this Order; and it is further

ORDERED, that the above-captioned adversary proceeding is hereby dismissed, with prejudice, pursuant to Rule 7041(a) of the Federal Rules of Bankruptcy Procedure and Rule 41(a) of the Federal Rules of Civil Procedure, and it is further

ORDERED, that nothing shall prejudice Defendants' rights to pursue an award of for attorney's fees and costs incurred in connection with the above-captioned adversary proceeding, and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: March 9, 2005



John L. Peterson
Honorable John L. Peterson
United States Bankruptcy Judge